

Division of Corporations

Page 1 of 2

PO1000098983

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : KALKAS BUSINESS SERVICES
Account Number : I19980000015
Phone : (305)577-9716
Fax Number : (305)577-9718

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 11 AM 11:32

FLORIDA PROFIT CORPORATION OR P.A.

Virtual Audio & Video, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

H01000106163

ARTICLES OF INCORPORATION OF

Virtual Audio & Video, Inc.

(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

Virtual Audio & Video, Inc.

with the principal place of business located at:

275 Fontainebleau Blvd. Suite 190
Miami, FL 33172

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock of no par value each share.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

245 SE 1st Street, Suite 311
Miami, FL 33131

The name of the initial Registered Agent of this corporation is:

Marti Kalkas

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ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is:

Graziella Lobato Ferraz; President
3475 N Contry Club Dr. Apt 817
Aventura, FL 33180

ARTICLE VI - INCORPORATORS

The name of and address of the persons signing this article are:

Martti Kalkas
245 SE 1st St. Suite 311
Miami, FL 33131

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of October 2001.


Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the Virtual Audio & Video, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

Martti Kalkas
245 SE 1st Street, Suite 311
Miami, FL 33131

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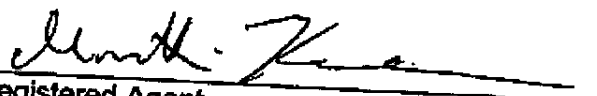
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the

Virtual Audio & Video, Inc.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 10th day of October 2001.


Registered Agent

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PAGE 01

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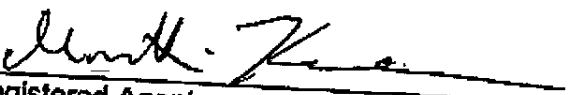
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Registered Agent

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